

EXHIBIT 1

SCC eFile	2019 ANNUAL REPORT COMMONWEALTH OF VIRGINIA STATE CORPORATION COMMISSION	219506741				
1.) CORPORATION NAME: COMPASS MARKETING, INC. <div style="float: right;">DUE DATE: 2/28/2019</div>						
2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: BUSINESS FILINGS INCORPORATED <div style="float: right;">SCC ID NO: 04979506</div> 4701 Cox Rd Ste 285 Glen Allen, VA						
3.) CITY OR COUNTY OF VA REGISTERED OFFICE: HENRICO COUNTY		5.) STOCK INFORMATION <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%;">CLASS</th> <th style="width: 50%;">AUTHORIZED</th> </tr> <tr> <td>COMMON</td> <td>1,500</td> </tr> </table>	CLASS	AUTHORIZED	COMMON	1,500
CLASS	AUTHORIZED					
COMMON	1,500					
4.) STATE OR COUNTRY OF INCORPORATION: VA						
6.) PRINCIPAL OFFICE ADDRESS: <div style="text-align: center;">ADDRESS: 222 SEVEN AVE BLDG 14 STE 200</div> <div style="text-align: center;">CITY/ST/ZIP: ANNAPOLIS, MD 21403</div>						
7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.						
NAME: MICHAEL R WHITE TITLE: VP OPERATIONS ADDRESS: 222 SEVEN AVE BLDG 14 STE 200 CITY/ST/ZIP/CO: ANNAPOLIS, MD 21403	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR				
NAME: JOHN D WHITE TITLE: CHAIRMAN /CEO ADDRESS: 222 SEVEN AVE BLDG 14 STE 200 CITY/ST/ZIP/CO: ANNAPOLIS, MD 21403	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR				
NAME: DANIEL J WHITE TITLE: OWNER ADDRESS: 222 SEVEN AVENUE CITY/ST/ZIP/CO: BLDG 14 STE 200 ANNAPOLIS, MD 21403	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR				
I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.						
/s/ MICHAEL R WHITE SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	MICHAEL R WHITE, VP OPERATIONS PRINTED NAME AND CORPORATE TITLE	2/7/2019 DATE				
It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.						

Commonwealth of Virginia



State Corporation Commission

CERTIFICATE OF GOOD STANDING

I Certify the Following from the Records of the Commission:

That COMPASS MARKETING, INC. is duly incorporated under the law of the Commonwealth of Virginia;

That the date of its incorporation is February 5, 1998;

That the period of its duration is perpetual; and

That the corporation is in existence and in good standing in the Commonwealth of Virginia as of the date set forth below.

Nothing more is hereby certified.



Signed and Sealed at Richmond on this Date:
February 7, 2019



Joel H. Peck
Joel H. Peck, Clerk of the Commission

2019 - ANNUAL RECORDS SOLICITATION FORM

SHAREHOLDERS, DIRECTORS AND OFFICERS

(Virginia Corporations)

IMPORTANT! FOLLOW INSTRUCTIONS EXACTLY WHEN COMPLETING THIS FORM. PLEASE PRINT.

Key Code K510859066	Notice Date 12/31/2018	Corporation Number 0497950	Incorporation Date 2/5/1998
Business Address 4007-14-14*****AUTO**MIXED AADC 320 COMPASS MARKETING, INC. 222 SEVERN AVE STE 200 STE 14 ANNAPOLIS, MD 21403-2629 			 Please Respond By Jan. 25, 2019

On 2/14/2017, Virginia Council for Corporations, a private company, prepared and provided, for a fee, your 2017 corporate consent records in lieu of meeting minutes in accordance with the following provisions of Virginia law:

VIRGINIA CODE § 13.1-770: Corporate records ... "A corporation shall keep as permanent records minutes of all meetings of its shareholders and board of directors ..."

VIRGINIA CODE § 13.1-654: Annual meeting ... "Unless directors are elected by written consent in lieu of an annual meeting as permitted by § 13.1-657, a corporation shall hold a meeting of shareholders annually at a time stated in or fixed in accordance with the bylaws ..." VIRGINIA CODE §13.1-684 states that "The board of directors may hold regular or special meetings in or out of this Commonwealth.."

Corporate consent records may also be prepared by corporate officers or other agents. VIRGINIA COUNCIL FOR CORPORATIONS IS NOT A GOVERNMENT AGENCY AND DOES NOT HAVE OR CONTRACT WITH ANY GOVERNMENT AGENCY TO PROVIDE THIS SERVICE. THIS DOES NOT FULFILL THE VIRGINIA ANNUAL REPORT FILING PROVISION.

Please complete this Annual Records Solicitation Form. Your information will be kept confidential and will not be disclosed to third parties. Mail the completed form with your payment of **\$150.00 payable to Virginia Council for Corporations** in the enclosed envelope. If you have any questions, please email us at services@councilforcorps.com or call us at (888) 408-0886.

Step 1. SHAREHOLDERS (Please make any necessary changes below. Additional fields available on reverse.)

JOHN D. WHITE	
DANIEL J. WHITE	
MICHAEL R. WHITE	

Step 2. CORPORATE DIRECTORS (Please make any necessary changes below. Additional fields available on reverse.)

JOHN D. WHITE	
DANIEL J. WHITE	
MICHAEL R. WHITE	

Step 3. CORPORATE OFFICERS (Please make any necessary changes below. Additional fields available on reverse.)

DANIEL J. WHITE, PRESIDENT	
MICHAEL R. WHITE, VICE PRESIDENT	
JOHN D. WHITE, CEO	

Step 4. CONTACT PERSON (Please make any necessary changes below. Additional fields available on reverse.)

Contact Name Michael R. White	Contact Email mwhite@compassmarketinginc.com	Contact Phone 410-268-0030
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Official Payments - Pay Taxes, Utility Bills, Tuition & More Online
This is a "printer friendly" page. Please use the "print" option in your browser to print this screen.

**Virginia State Corporation Commission (SCC)****VA SCC Clerks Office****Confirmation Number:**

195492

Payment Date:

Thursday, February 7, 2019

Payment Time:

05:31AM PT

Payer Information

Name: Michael White
Street Address: 222 Severn Ave
200
MD
Annapolis, MD 21403
United States
Daytime Phone Number: (410) 268 - 0030
E-mail Address: mwhite@compassmarketinginc.com
Transaction Type: Certificate Fee
Name of Filer: Michael White
Name of Entity: COMPASS MARKETING, INC.
SCC ID: 04979506

Card Information

Card Type: American Express
Card Number: *****2014

Payment Information

Payment Type: VA SCC Clerks Office
Payment Amount: \$6.00

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EXHIBIT 2



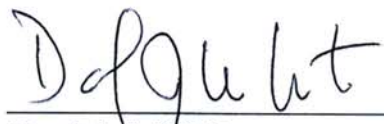
Resolution of the Board

It is hereby, this 17th day of July 2015, resolved by the Board of Directors, that JOHN WHITE and DANIEL J. WHITE are hereby appointed as the Co-Chief Executive Officers of Compass Marketing Inc. This appointment is effective immediately.



John White
Chairman

Michael White
Director



Daniel J. White
Director

EXHIBIT 3



John White <jwhite@compassmarketinginc.com>

Re: CCD SEVERANCE PMT 1 DW 2015OCT15 10/15/2015 10:34

1 message

John White <jwhite@compassmarketinginc.com>

Thu, Oct 15, 2015 at 10:54 AM

To: Daniel White <dwhite@compassmarketinginc.com>

Cc: "White, Michael Robert" <mwhite@compassmarketinginc.com>

Great work!

I also saw you got Janie and Mike O locked into the non compete!
Ecommerce is our rock now! Who would have ever thought....

I for one will be sleeping better this evening.

Thx Bro!
John

John White
Chairman/CEO
Compass Marketing Inc
www.compassmarketinginc.com

> On Oct 15, 2015, at 10:51 AM, Daniel White <dwhite@compassmarketinginc.com> wrote:

>

> Copy of first payment on the DiPaula/Miller severance attached.

>

> As a reminder, I/we agreed to 15k each for any/all pay and liability plus
> 20k to CD for his expenses (10 of which was his AYC initiation fee we
> agreed to pay a few years ago). 60k less than they asked for, and probably
> 75k less than the triple damages the AG would have made us pay.

>

> Will need 1099s for them at the end of the year.

>

>

> Daniel White
> Compass Marketing, Inc.

>

> mobile: 240-298-8156
> facsimile: 240-214-0414
> text: 2402988156@vtext.com

>

> ----- Forwarded message -----

> From: Compass Marketing #18400 <printer@compassmarketinginc.com>

> Date: Thu, Oct 15, 2015 at 10:34 AM

> Subject: CCD SEVERANCE PMT 1 DW 2015OCT15 10/15/2015 10:34

> To: Daniel White <dwhite@compassmarketinginc.com>

>

>

> Scanned from MFP07757190

> Date:10/15/2015 10:34

> Pages:2

> Resolution:300x300 DPI

> -----

> <CCD SEVERANCE PAYMENT 1 DW 2015OCT15-10152015103438.pdf>



M&T Bank

Manufacturers and Traders Trust Company
BUFFALO, N.Y. 14240

OFFICIAL CHECK

300696818 - 4

10-4/220

Daniel J White

REMITTER

10/14/2015

DATE

James C DiPaula Jr

PAY TO THE ORDER OF

\$ 10,000.00

TEN THOUSAND and 00/100USDollars

#6335 - Edgewater

CUSTOMER RECEIPT - RETAIN FOR YOUR RECORDS

COPY - NOT NEGOTIABLE

⑆022000046⑆⑆7003019937150⑈



M&T Bank

Manufacturers and Traders Trust Company
BUFFALO, N.Y. 14240

OFFICIAL CHECK

300696818 - 4

10-4/220

Daniel J White

REMITTER

James C DiPaula Jr

PAY TO THE ORDER OF

10/14/2015

DATE

\$ 10,000.00



Security
Features
Details on
Back

TEN THOUSAND and 00/100USDollars

CUSTOMER RECEIPT - RETAIN FOR YOUR RECORDS

#6335 - Edgewater

COPY - NOT NEGOTIABLE

⑆022000046⑆⑆7003019937150⑈

⁷ While it was not known at the time I first became engaged by Compass, Compass later discovered evidence that strongly suggests Michael and Daniel White conspired with former Compass employees to steal Compass' intellectual property and create a competitive company, which ultimately was purchased by a foreign entity.

⁸ John White was hoping to have a conversation with Daniel and Michael White, but neither of his brothers would respond to his overtures and, as a result, he had no choice but to terminate their employment via email.

misappropriated millions of dollars. *See* Exhibit 3 (Signature Cards for County First Bank Account).

- b. Plaintiffs added their wives and Daniel White's daughter to the Compass Marketing payroll without authorization and caused the company to contribute to their wives' 401(k) plans without actually requiring any of them to perform any duties for or on behalf of Compass Marketing.
- c. Fraudulent and/or exorbitant payments were made to former employee James "Chip" DiPaula, one of which appears to have passed through Daniel White's personal bank account. *See* Exhibit 4 (DWhite checks regarding Chip DiPaula).
- d. Improper and unauthorized comingling of Compass Marketing funds with the personal bank accounts of Michael White and Daniel White. *See e.g.* Exhibit 5 (MWhite Comingled Checks)⁵.
- e. Personal "loans" allegedly made by Plaintiffs that were added to the company's books without any money ever changing hands. Interest and repayments on those "loans" for the benefit of Plaintiffs. *See* Exhibit 6 (Loan Repayment and Interest Checks).
- f. An unbalanced "tax check" scheme through which Plaintiffs caused Compass Marketing to grossly overpay Daniel White's and Michael White's salaries and grossly overwithhold income taxes forwarded to tax authorities as a means to launder stolen funds by creating and pocketing substantial tax refund payments.
- g. The payment over many years of purported business expenses in the form of attorney's malpractice insurance being filtered alternately through Daniel White's checking account and other non-business accounts. For each year the policy was in place, Daniel White was otherwise employed as an Assistant State's Attorney for St. Mary's County. *See* Exhibit 7 (HUB Insurance payments).

While each of these acts of misconduct gives Compass Marketing the need to examine each of their individual bank accounts and any accounts they opened in the name of Compass Marketing, as well as communications to/from the bank about their accounts, the payments regarding Chip DiPaula are particularly noteworthy here. It is a rather remarkable revelation that Michael White

⁵ The commingling of funds goes back at least ten years. To avoid overburdening the court, Compass Marketing has included only a selection.

signed a check for \$65,000 made payable to Daniel J. White from Compass Marketing's operating account with a memo that states "Final Payments to James DiPaula and Patrick Miller" (who are former employees of Compass Marketing who started a business that competes with Compass Marketing). *See* Exhibit 4. Likewise, two month prior Daniel White drew a cashier's check from an account held in his name at M&T Bank for a \$10,000 payment to Chip DiPaula. *Id.* If this check constituted a legitimate business payment for Compass Marketing, why would it need to pass through Daniel White's personal bank account first? The fact that this check passed through Daniel White's personal bank account strongly suggests misappropriation of funds and perhaps a laundering scheme of some kind that certainly makes discovery of bank accounts opened by Daniel White and Michael White (and checks received and written by Daniel White and Michael White) relevant. Adding to this suspicion is the fact that Daniel White paid a sum of only \$10,000 from an M&T Bank account purportedly to Chip DiPaula only two months earlier. *Id.* Further illustrating the need for such discovery is the number of checks were drawn on the undisclosed bank account that appear to have been deposited into Daniel White and Michael White's personal bank accounts, and the right of Compass Marketing to discover where the money went. *See*, Exhibit 6. To preclude production of the requested information would undermine Compass Marketing's right to defend itself.

Moreover, it would be a waste of legal and judicial resources if discovery related to Compass Marketing's defenses were required to be delayed until after a hearing on the pending motions. Such as result would lead to duplicative subpoenas and depositions of parties and third-parties. *Cf. Oce N. Am., Inc. v. MCS Servs.*, Civ Action WMN-10-984, 2011 U.S. Dist. LEXIS 162889, at *6 (D. Md. Mar. 1, 2011) (granting a stay on discovery related to counterclaims and noting the potential for "inconvenient and expensive duplication of discovery"); Fed. R. Civ. Pro.